

David W. Parham
State Bar No. 15459500
Elliot D. Schuler
State Bar No. 24033046
R. Adam Swick
State Bar No. 24051794
Baker & McKenzie
2300 Trammel Crow Center
2001 Ross Avenue
Dallas, Texas 75201
Telephone: (214) 978-3000
Facsimile: (214) 978-3099

**ATTORNEYS FOR THE OFFICIAL
COMMITTEE OF UNSECURED CREDITORS**

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION**

IN RE:	§	
	§	Case No. 08-36705-BJH-11
SUPERIOR AIR PARTS, INC.	§	
	§	
DEBTOR-IN POSSESSION.	§	

MOTION TO APPROVE SOLICITATION LETTER

TO: THE HONORABLE BARBARA J. HOUSER,
UNITED STATES BANKRUPTCY JUDGE:

NOW COMES the Official Committee of Unsecured Creditors (the "Committee"), by and through counsel of record, and files this their Motion to Approve Solicitation Letter (the "Motion"). The Committee respectfully states:

I. JURISDICTION AND VENUE

- 1) The Court exercises subject matter jurisdiction with regard to the Motion pursuant to 28 U.S.C. §§ 157 and 1334.
- 2) Venue is proper in this Court under 28 U.S.C. §§ 1408 and 1409.

II. PROCEDURAL BACKGROUND

3) This case was commenced by the filing of a voluntary petition under Chapter 11 of Title 11 of the United States Code (the “Bankruptcy Code”) in the United States Bankruptcy Court for the Northern District of Texas, Dallas Division on December 31, 2008 (the “Petition Date”). Since the Petition Date, the Debtor has continued to operate their businesses as a debtor in possession pursuant to Sections 1107(a) and 1108 of the Bankruptcy Code.

4) On or about January 29, 2009, the United States Trustee certified and appointed the Committee in accordance with Section 1102(a)(1) of the Bankruptcy Code. The members of the Committee, as amended, include (1) AVStar Aircraft Accessories, Inc., represented by Ronald J. Weaver, (2) Eck Industries, Inc., represented by Phil Eck, (3) KSPG Automotive Brazil LTDA, represented by Werner Wilhelm Albus and Valeria de Freitas Mesquita, (4) Hartford Aircraft Products represented by Jim Griffin, (5) Seal Science, Inc., represented by Piyush Kakar, and (6) Zanzi, S.P.A., represented by Stefano Gazzola.

5) On or about June 23, 2009, the Debtor and the Committee proposed the First Amended Chapter 11 Plan (the “Plan”).

III. RELIEF REQUESTED

6) The Plan is the product of lengthy negotiations between the Committee and the Debtor, and Thielert AG, the largest creditor in this case.

7) The Committee believes that the Plan provides creditors with the best opportunity to maximize their recovery. The Committee further believes that if the Debtor's estate were liquidated under chapter 7 of the Bankruptcy Code, general unsecured creditors with allowed claims would receive substantially less.

8) The Committee has concluded that the Plan provides fair and equitable treatment of all classes of creditors and that approval of the Plan will enable creditors to receive substantially more than they would otherwise receive.

9) Therefore, the Committee is seeking approval, pursuant to §1125 of the Bankruptcy Code, to transmit a letter to unsecured creditors soliciting their acceptance of the Plan. A copy of the proposed letter is attached hereto as "Exhibit A". The Committee is soliciting creditor approval in good faith, and in compliance with the Bankruptcy Code.

WHEREFORE, PREMISES CONSIDERED, the Committee respectfully requests that the Court (i) enter an order approving the Solicitation Letter and (ii) grant the Committee any and all other relief, at law or in equity, to which it may show himself justly entitled.

Dated: July __, 2009
Dallas, Texas

Respectfully submitted,

BAKER & MCKENZIE

By: /s/ Elliot D. Schuler
Dave Parham
State Bar No. 15459500
Elliot D. Schuler
State Bar No. 24033046
2300 Trammell Crow Center
2001 Ross Avenue
Dallas, Texas 75201
Telephone: (214) 978-3000
Facsimile: (214) 978-3099

**ATTORNEYS FOR THE OFFICIAL
COMMITTEE OF UNSECURED CREDITORS**

CERTIFICATE OF SERVICE

The undersigned attorney hereby certifies that he caused a true and correct copy of the foregoing to be served upon the persons or entities identified below via electronic mail, and on all other parties via the Court's ECF filing system on July 2, 2009.

_____/s/ Elliot D. Schuler_____
Elliot D. Schuler